

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE: ANADARKO PETROLEUM
CORPORATION SECURITIES
LITIGATION

Case No. 4:20-cv-576

District Judge Charles R. Eskridge III
Magistrate Judge Christina A. Bryan

**DEFENDANTS' SUBMISSION OF EXEMPLAR DOCUMENTS SUBJECT TO
IN CAMERA REVIEW PURSUANT TO MARCH 19, 2024 ORDER**

Defendants Anadarko Petroleum Corporation, R.A. Walker, Robert G. Gwin, Robert P. Daniels, and Ernest A. Leyendecker, III, respectfully submit the attached exemplars of the categories of documents subject to this Court's *in camera* review pursuant to this Court's March 19, 2024 Order (the "March 19 Order"). (Dkt. 224.)

In the March 19 Order, the Court directed that, "prior to the submission of the universe of documents to be reviewed by the Court", Defendants would submit to the Court "a list of categories used to describe the types of challenged documents and provide, *in camera* to the Court, an exemplar document from each category". (Dkt. 224 at 2.)

Pursuant to the March 19 Order, Defendants below describe the categories of documents subject to the Court's *in camera* review and list the privilege log numbers that correspond to the documents in each category, and one exemplar document of each category of document is attached, with the corresponding privilege log number noted below.

Exemplar Exhibit No.	Exemplar Privilege Log No.	Category of Document	Privilege Log Nos.
1	Mullins Log No. 4	Emails regarding Legal Advice. Emails between Audit Committee members and counsel containing legal advice and not including facts learned during the Audit Committee Investigation.	Mullins Log Nos. 1, 2, 3, 4, 12, 13, 18
2	Defendants Log No. 4	Draft Suspended Well Accounting and Controls Memoranda. Draft memoranda prepared at the request of counsel (the final versions of which have been produced to Plaintiffs) and related correspondence regarding suspended well accounting and controls that do not contain facts learned in the Audit Committee investigation.	Defendants Log Nos. 2, 3, 4, 238-46, 249-64, 267, 270-80, 282, 284-95, 297-307
3	Defendants Log No. 821	Legal Accounting Memorandum. Counsel's draft internal memorandum containing legal analyses and mental impressions of Norton Rose Fulbright ("Norton Rose") attorney John Byron, Esq. regarding accounting that does not include facts learned in the Audit Committee investigation.	Defendants Log No. 821
4	Mullins Log No. 44	Emails regarding Disclosure Legal Advice. Emails reflecting counsel's legal advice regarding SEC Form 10-Q disclosures and not containing facts learned during the Audit Committee investigation.	Mullins Log Nos. 44, 45
5	Mullins Log No. 38	Audit Committee Member Notes. Audit Committee member handwritten notes reflecting legal advice and not including facts learned in the Audit Committee investigation.	Mullins Log No. 38
6	Mullins Log No. 57	Norton Rose Invoices. Norton Rose invoices for legal services detailing subjects of legal advice and opinion work product and not including facts learned during the Audit Committee investigation.	Mullins Log Nos. 40, 41, 54, 55, 56, 57, 58, 59, 67, 68, 69, 70, 71, 72, 73
7	Defendants Log No. 331	Emails regarding SEC Investigation. Emails with counsel's mental impressions regarding SEC investigation.	Defendants Log No. 331
8	Defendants Log No. 328	Norton Rose Information Requests. Emails regarding Norton Rose information requests for purpose of obtaining and providing legal advice regarding Audit Committee investigation.	Defendants Log Nos. 210, 215, 216, 226-37, 269

Exemplar Exhibit No.	Exemplar Privilege Log No.	Category of Document	Privilege Log Nos.
9	Defendants Log No. 567	KPMG Call Talking Points. Norton Rose talking points prepared in advance of calls with KPMG that do not include facts learned during the Audit Committee investigation.	Defendants Log Nos. 567, 847
10	Defendants Log No. 851	Audit Committee Call Talking Points. Norton Rose talking points prepared in advance of calls with the Audit Committee.	Defendants Log No. 851
11	Defendants Log No. 783	KPMG and SEC Call Memoranda. Norton Rose internal memoranda reflecting counsel's opinions and mental impressions of calls with KPMG and SEC. Some of these have been produced in redacted form. The attached exemplar was produced in redacted form, and the redacted language has been highlighted.	Defendants Log Nos. 653, 783, 842, 850, 855, 909
12	Defendants Log No. 597	Audit Committee Meeting Minutes. Minutes, including in draft form, of Audit Committee meetings prepared by Norton Rose detailing legal advice and opinion work product.	Defendants Log Nos. 592, 593, 596-98, 600, 609, 663, 664, 707, 711, 751-762, 766-768, 779, 785, 790, 826, 833, 852, 866, 884
13	Defendants Log No. 750	Draft SEC Presentations. Norton Rose drafts of presentation made to SEC (the final version of which was produced to Plaintiffs) containing opinion work product.	Defendants Log Nos. 747, 748, 750, 763, 765, 770, 777, 778, 871-74, 876
14	Defendants Log No. 703	Draft Audit Committee Presentations. Norton Rose drafts of internal presentation to Audit Committee containing legal advice and opinion work product.	Defendants Log Nos. 677, 678, 698, 699, 701-04, 718, 722, 744-46, 769
15	Defendants Log No. 695	Anadarko Culture and Conduct Memorandum. Norton Rose memorandum containing counsel's mental impressions regarding witness interviews and culture and conduct at Anadarko.	Defendants Log No. 695

Exemplar Exhibit No.	Exemplar Privilege Log No.	Category of Document	Privilege Log Nos.
16	Defendants Log No. 647	Witness Interview Memoranda. Norton Rose internal memoranda regarding witness interviews, including draft memoranda. These memoranda are not transcripts of the interviews and reflect counsel's mental impressions and opinion work product.	Defendants Log Nos. 578, 591, 606, 615, 621, 623, 626, 632, 634-36, 641, 643, 645-50, 652, 654, 655, 659, 660, 662, 670, 673, 688-94, 696, 705, 713, 715, 719, 724, 725, 740, 741, 776, 816, 817, 837, 838, 857, 858, 860, 862, 864, 883, 887, 891-99, 901, 908, 913
17	KPMG Log No. 124	Draft KPMG Memoranda. Draft KPMG memoranda regarding audit procedures related to and updates on Frye investigation, reflecting Norton Rose's mental impressions and opinion work product related to the investigation. These documents have been produced in redacted form. The redacted language in the attached exemplar has been highlighted.	KPMG Log Nos. 1-22, 24, 26-43, 47-65, 67, 69-83, 85-126, 128, 130-133
18	KPMG Log No. 127	KPMG Working Papers. Working papers prepared by KPMG regarding audit procedures related to and updates on the Frye investigation. These documents have been produced in redacted form. The redacted language in the attached exemplar has been highlighted.	KPMG Log Nos. 44, 127, 129
19	KPMG Log No. 25	KPMG Internal Emails. Internal KPMG email chains regarding the status of the Audit Committee investigation reflecting the mental impressions and opinion work product of Norton Rose. These documents have been produced in redacted form. The redacted language in the attached exemplar has been highlighted.	KPMG Log Nos. 23, 25
20	KPMG Log No. 45	KPMG Memoranda regarding Unrelated Investigation. KPMG memoranda concerning an investigation related to the development of Anadarko's liquified natural gas project in Mozambique. These documents do not contain any discussion of Shenandoah or the investigation conducted by Anadarko's Audit Committee related to Ms. Frye's allegations.	KPMG Log Nos. 44-46, 66, 68, 84

Dated: May 15, 2024

Respectfully submitted,

/s/ Kevin J. Orsini

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Attorneys for Defendants

CERTIFICATE OF SERVICE

I certify that on May 15, 2024, I caused a true and correct copy of the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system. Notice of this filing will be sent to counsel of record by operation of the Court's electronic filing system.

Dated: May 15, 2024

/s/ Kevin J. Orsini

Kevin J. Orsini